



CORPORATION SERVICE COMPANY

RECORDATION NO. 25991-C FILED

JAN 12 '06

3-34 PM

SURFACE TRANSPORTATION BOARD

JAN 12 2006
RECEIVED

January 11, 2006

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
Barbara.saddler@stb.dot.gov

REF: 149338-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 15, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **THE KANSAS CITY SOUTHERN RAILWAY COMPANY**
427 West 12th Street Cathedral Square Kansas City, MO 64105

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **THE KANSAS CITY SOUTHERN RAILWAY COMPANY** covering 99 lumber flat cars with reporting marks and numbers – KCS 711000 – KCS 711099 – INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #25991 dated 11/3/05 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 15th day of August, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri corporation, with an address at 427 West 12th Street, Cathedral Square, Kansas City, MO 64105 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Full Service Lease Agreement (the "Lease") dated as of March 15, 2005 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on 11/3/2005 as Recordation number 25991.

WHEREAS, the Parties have entered into an additional Rider under the Lease and wish to show for the public record the existence of the aforesaid Rider, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By: Ronald G. Russ
Name: Ronald G. Russ
Title: Executive Vice President and Chief Financial Officer

Approved:
1/18/05

Schedule A

| Number of Cars | | | Equipment Description | | |
|----------------|-----|--------|--------------------------------|-----|--------|
| 99 | | | 73' centerbeam lumber flat car | | |
| 1 | KCS | 711000 | 53 | KCS | 711052 |
| 2 | KCS | 711001 | 54 | KCS | 711053 |
| 3 | KCS | 711002 | 55 | KCS | 711054 |
| 4 | KCS | 711003 | 56 | KCS | 711055 |
| 5 | KCS | 711004 | 57 | KCS | 711056 |
| 6 | KCS | 711005 | 58 | KCS | 711057 |
| 7 | KCS | 711006 | 59 | KCS | 711058 |
| 8 | KCS | 711007 | 60 | KCS | 711059 |
| 9 | KCS | 711008 | 61 | KCS | 711060 |
| 10 | KCS | 711009 | 62 | KCS | 711061 |
| 11 | KCS | 711010 | 63 | KCS | 711062 |
| 12 | KCS | 711011 | 64 | KCS | 711063 |
| 13 | KCS | 711012 | 65 | KCS | 711064 |
| 14 | KCS | 711013 | 66 | KCS | 711065 |
| 15 | KCS | 711014 | 67 | KCS | 711066 |
| 16 | KCS | 711015 | 68 | KCS | 711067 |
| 17 | KCS | 711016 | 69 | KCS | 711068 |
| 18 | KCS | 711017 | 70 | KCS | 711069 |
| 19 | KCS | 711018 | 71 | KCS | 711070 |
| 20 | KCS | 711019 | 72 | KCS | 711071 |
| 21 | KCS | 711020 | 73 | KCS | 711072 |
| 22 | KCS | 711021 | 74 | KCS | 711073 |
| 23 | KCS | 711022 | 75 | KCS | 711074 |
| 24 | KCS | 711023 | 76 | KCS | 711075 |
| 25 | KCS | 711024 | 77 | KCS | 711076 |
| 26 | KCS | 711025 | 78 | KCS | 711078 |
| 27 | KCS | 711026 | 79 | KCS | 711079 |
| 28 | KCS | 711027 | 80 | KCS | 711080 |
| 29 | KCS | 711028 | 81 | KCS | 711081 |
| 30 | KCS | 711029 | 82 | KCS | 711082 |
| 31 | KCS | 711030 | 83 | KCS | 711083 |
| 32 | KCS | 711031 | 84 | KCS | 711084 |
| 33 | KCS | 711032 | 85 | KCS | 711085 |
| 34 | KCS | 711033 | 86 | KCS | 711086 |
| 35 | KCS | 711034 | 87 | KCS | 711087 |
| 36 | KCS | 711035 | 88 | KCS | 711088 |
| 37 | KCS | 711036 | 89 | KCS | 711089 |
| 38 | KCS | 711037 | 90 | KCS | 711090 |
| 39 | KCS | 711038 | 91 | KCS | 711091 |
| 40 | KCS | 711039 | 92 | KCS | 711092 |
| 41 | KCS | 711040 | 93 | KCS | 711093 |
| 42 | KCS | 711041 | 94 | KCS | 711094 |
| 43 | KCS | 711042 | 95 | KCS | 711095 |
| 44 | KCS | 711043 | 96 | KCS | 711096 |
| 45 | KCS | 711044 | 97 | KCS | 711097 |
| 46 | KCS | 711045 | 98 | KCS | 711098 |
| 47 | KCS | 711046 | 99 | KCS | 711099 |
| 48 | KCS | 711047 | | | |
| 49 | KCS | 711048 | | | |
| 50 | KCS | 711049 | | | |
| 51 | KCS | 711050 | | | |
| 52 | KCS | 711051 | | | |